

CONSUMER AFFAIRS VICTORIA
Associations Incorporation Reform Act 2012

Constitution

Newport Calisthenics Club Inc.

Registration No. A0019282X

ABN 31 611 750 385

Associations Incorporation Reform Regulations 2012

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Note

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its members.

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is

"NEWPORT CALISTHENICS CLUB INCORPORATED"

(Abbreviated to NCC within this document).

Note

Under section 23 of the Act, the name of the association, and its registration number must appear on all its business documents.

2 Purposes

The purposes of the Newport Calisthenics Club are to instruct the sport of calisthenics to participants and to develop participants' connection to calisthenics.

3 Financial Year

Newport Calisthenics Club's financial year is based on each 12-month period ending on the 31st December.

4 Definitions

In these Rules—

The Association means Newport Calisthenics Club Incorporated (NCC);

absolute majority, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members *present* at a Committee meeting);

associate member means a category of member as defined in rule 14(1);

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 47;

Committee means the Committee having management of the business of NCC;

committee meeting means a meeting of the Committee held in accordance with the NCC Constitution;

committee member means a member of the Committee elected or appointed under Division 3, of Part 5;

disciplinary appeal meeting means a meeting of the members of the association convened under rule 23(3);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 22;

disciplinary subcommittee means the committee appointed under rule 20;

financial year means the 12 month period specified in rule 3;

general meeting means a general meeting of the members of NCC convened in accordance with Part 4 and includes an Annual General Meeting, a Special General Meeting and a disciplinary appeal meeting;

governing body means a group of people who by right of authority can exercise governance over NCC. The governing body can formulate policy and direct the affairs of an institution in partnership with its committee.

member means member, of the Association, NCC;

member entitled to vote means a member under rule 13(2) is entitled to vote at a general meeting;

Principal Coach means the person appointed by the Committee to oversee calisthenics instruction for the Association;

registered pupil means a person who has current registration with the governing body with the purpose to undertake instruction in calisthenics, whether for competitive or recreational purposes;

section means the grouping of pupils according to age and/or experience as directed by the governing body;

special resolution means a resolution that requires at least 75% of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

the Act means The **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act and any updated versions of that Act;

the Registrar means The Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, NCC has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule 5(1), NCC may—
 - (a) acquire hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money in the best interests of NCC and in accordance with being a non for profit organisation;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any contract it considers necessary or desirable.
- (3) NCC may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for Profit Organisation

- (1) NCC must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule 6(1) does not prevent NCC from paying a member-
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services properly provided by the member-
if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum Number of Members

NCC must have at least 8 members.

8 Persons Eligible to be a Member

A person who supports the purposes of NCC is eligible for membership.

9 Application for Membership

- (1) To apply to become a member of NCC, a person must submit a completed relevant registration form, to a committee member or a delegate via the directed method stating that the person:
 - (a) wishes to become a member of NCC; and
 - (b) supports the purposes and policies of NCC; and
 - (c) agrees to abide by and comply with the NCC Constitution and policies; and
 - (d) agrees to abide and comply with the Constitution and By-Laws of the relevant Victorian and Australian governing bodies for calisthenics.
- (2) The registration form-
 - (a) must be signed by the applicant or, if the applicant is under the age of 18 years, by a parent or legal guardian; and
 - (b) the relevant registration fee (for participating pupils) is to accompany the registration document(s).
- (3) Membership application is applied for and renewed annually

Note

The registration fee is the fee (if any) determined by NCC under rule 11.

10 Consideration of Annual Membership Applications

- (1) As soon as practicable after an application for annual membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) If the Committee accepts an application, the Committee must notify the applicant as soon as practicable after the decision is made.
- (3) If the Committee rejects an application, the Committee must-
 - (a) notify the applicant of a refusal for membership as soon as practicable after the decision is made
 - (b) at the discretion of the NCC committee:

- (i) no reason needs to be given for the refusal; or
 - (ii) the committee may offer and explanation for the refusal.
- (c) return any annual fees accompanying the application to the applicant, excepting-
 - (i) the registration fee to the governing body
 - (ii) a reasonable amount can be withheld to cover goods or services provided prior to notification of refusal of membership;
 - (iii) a reasonable amount can be withheld to cover goods or services provided if and while an appeal process is undertaken.
- (4) The secretary must keep a record of all memberships refer rule 18(1).
- (5) A person who becomes a member of NCC are entitled to exercise his or her rights of membership refer rule 13 providing—
 - (a) the Committee has approved the person's application for membership; and
 - (b) if a participating pupil, has paid the annual registration fee.

11 Annual Registration Fee

This is a compulsory registration fee for pupils.

- (1) The registration fee is to be endorsed at the AGM
- (2) This fee includes the registration fee imposed by the governing body on competing / participating pupils
- (3) The annual registration fee is to due and payable on application of membership

12 Annual Pupil Fees

- (1) The annual pupil fees are to be endorsed at the AGM, including:
 - (a) the annual fees payable for participants in each section; and.
 - (b) the fee payment schedule.
- (2) NCC Committee may reduce the annual pupil fee after acceptance by resolution for:
 - (a) a pupil who has been co-opted to assist a section; or
 - (b) a member who joins after registration is due.
- (3) the reduction may be:
 - (a) the full annual fee amount; or
 - (b) a pro-rata annual fee for the financial year, or
 - (c) a fixed amount determined from time to time by NCC,
 - (d) the member is to be informed of any reductions as soon as practicable.
- (4) Pupils are responsible for any additional costs incidental to participating in calisthenics, which are not included in their annual pupil fee.

- (a) pupils must be advised of these costs as soon as practicable within the current financial year.
- (5) If a pupil's fees / additional costs are in arrears, -
 - (a) their rights (including the right to vote) may be suspended; and
 - (b) privileges or awards may be denied;
 until any outstanding fees are paid.

13 General Rights of a Member

- (1) A member of NCC who is entitled to vote at general meetings has the right to—
 - (a) be nominated for a position on the Committee as prescribed in Part 5; and
 - (b) receive notice of general meetings and of proposed special resolutions in the manner and time prescribed in Part 4 in these rules; and
 - (c) submit items of business for consideration at a general meeting; and
 - (d) attend and be heard at general meetings; and
 - (e) vote at a general meeting; and
 - (f) have access to the minutes of general meetings and other documents of NCC;
- (2) A member of NCC is entitled to vote if—
 - (a) they are a registered pupil aged 18 years or more on the date of the vote; or
 - (b) if the registered pupil is under 18 years of age on the date of the vote, a parent or guardian of the registered pupil(s) can vote on their behalf; or
 - (c) they are the Principal Coach of NCC; or
 - (d) they are a member of the Committee; and
 - (e) more than 28 days have passed since he or she became a member of NCC; and
 - (f) and their membership rights are not suspended for any reason.
- (3) A member cannot act in a manner that is prejudicial or to the detriment of NCC in any manner or form.
- (4) Members may, on request, inspect free of charge—
 - (a) the register of members, subject to subrule 18;
 - (b) the minutes of General Meetings.
 - (c) the minutes of Committee Meetings.
 - (d) the financial records, books, securities and documents of NCC, as provided under rule 77

14 Associate Membership

- (1) Associate members of NCC include—
 - (a) registered pupils under the age of 18 years;
 - (b) otherwise; NCC Committee may approve Associate Membership after acceptance by resolution for:
 - (i) a member of another calisthenics club who has been co-opted to assist NCC on a temporary basis to meet its objectives; or
 - (ii) a person who supports the purposes of NCC who may have had a previous relationship with the club or an indirect relationship through current or previous members
- (2) An associate member cannot act in a manner that is prejudicial or to the detriment of NCC in any manner or form.
 - (a) Associate members that act in such a manner will be held accountable under Part 3, Division 2.

15 Rights Not Transferable

The rights of a member are not transferable and end when membership ceases.

16 Ceasing of membership

- (1) Membership shall cease on:
 - (a) resignation refer rule 17; or
 - (b) non-renewal of Membership; or
 - (c) expulsion of the member or death.
- (2) When a person ceases to be a member of NCC, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

17 Resigning as a Member or Associate Member

- (1) A member may resign by notice in writing given to the Committee of NCC refer rule 75.
- (2) A member is taken to have resigned if—
 - (a) the member has -
 - (i) not participated in class / club events and not paid the registration fee by the specified date; or
 - (ii) participated in class / club events and the registration fee is more than 3 months in arrears, unless the Committee has approved an extension of the registration fees.
- (3) An Associate Member is taken to have resigned if-

- (a) the Associate member where an annual registration or annual fees are payable has-
 - (i) not participated in class / club events and not paid the annual registration fee by the specified date; or
 - (ii) participated in class / club events and the annual fee is more than 3 months in arrears, unless the Committee has approved an extension of payment or waiver of registration fees.
- (b) the Associate member where no annual registration or annual fees are payable has not within 3 months of the AGM-
 - (i) attended a committee meeting; or
 - (ii) notified NCC of their intention to remain an Associate Member.

18 Register of Members

- (1) The Secretary must keep and maintain a register of members, associate members that includes:
 - (a) for each current registered pupil the—
 - (i) pupil's name, address and contact details; and
 - (ii) date of becoming a pupil; and
 - (iii) current section the pupil is in; and
 - (iv) any other information required as determined by the Committee.
 - (b) for each former pupil, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.
- (3) Section coaches will have access to the register of members' information for pupils within their section, for purposes of communication and duty of care.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary Action

19 Grounds for Taking Disciplinary Action

NCC may take disciplinary action against a member, or associate member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules and/or;

- (b) has failed to comply with the relevant Constitution and Bylaws of its Victorian and Australian governing bodies and/or
- (c) refuses to support the purposes of NCC and/or;
- (d) has engaged in conduct prejudicial or to the detriment of NCC; or actions that brings NCC into disrepute.

20 Disciplinary Subcommittee

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
 - (a) may be Committee members, persons entitled to vote at NCC general meetings or individuals from an associated body appointed by the Committee and -
 - (i) must not have a real or perceived conflict of interest in the matter; and
 - (ii) must not be biased against, or in favour of, the member(s) concerned.
- (3) The disciplinary subcommittee-
 - (a) must be comprised of at least 3 and no more than 5 people; and
 - (b) is not a standing committee and may only hear the matter for which it is appointed;
 - (c) persons can be appointed to sit on more than one disciplinary subcommittee.
- (4) If a disciplinary subcommittee cannot be formed, assistance may be sought from an appropriate external party, for example a governing body or the Dispute Settlement Centre of Victoria.

21 Notice to Member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member —
 - (a) stating that NCC proposes to take disciplinary action against the member; and
 - (b) stating that the grounds (reasons) for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the disciplinary meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting; or
 - (ii) give a written statement to the disciplinary subcommittee at least 2 working days before the disciplinary meeting is to be held; and
 - (e) setting out the member's appeal rights under rule 23.

- (2) The notice must be given to the member no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22 Decision of Disciplinary Subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must without prejudice—
 - (a) if present, give the member an opportunity to be heard;
 - (b) consider any written statement(s) submitted by that member, and of other persons with reasonable knowledge of the grounds on which the action is being taken.

- (2) After complying with subrule 22(1), the disciplinary subcommittee may—
 - (a) take no further action against the member; or
 - (b) in conjunction with subrule 22(3)—
 - (i) reprimand the member; or
 - (i) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from NCC.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.
- (5) If, at any time during the disciplinary action process, matters requiring notification to the governing body and/or matters of a potential criminal nature and are discovered; the matter will be referred to the relevant authorities. The members' membership rights will be suspended immediately, pending resolution of any external investigation.

23 Appeal Rights

- (1) A member whose membership rights have been suspended or who has been expelled from NCC under rule 22; may give notice that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be given in writing no later than 48 hours after the vote to suspend or expel the member is taken to—
 - (a) to the Disciplinary Subcommittee; and /or
 - (b) the Secretary of NCC.
- (3) If a person has given notice under subrule 23(2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but no later than 21 days, after the notice is received.

- (4) Notice of the disciplinary appeal meeting must be given to each member of NCC who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24 Conduct of Disciplinary Appeal Meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule 24(1), only the members present at the meeting and who are entitled to vote must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked;
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if at least 75% of members present at the meeting vote in favour of the decision.

Division 3—Grievance Procedure

25 Application

- (1) The grievance procedure set out in Division 3 applies to disputes under these Rules and the Policies, Guidelines and Handbooks of NCC. Grievances can be between—
 - (a) a member and another member;
 - (b) a member and the Committee;
 - (c) a member and NCC.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure as set out in Division 2, until the disciplinary procedure has been completed.

26 Self- Resolution

- (1) The parties to a dispute must within 14 days of the dispute coming to the attention of each party either:
 - (a) attempt to resolve the dispute between themselves; or
 - (b) use the assistance of a third party to assist in the resolution of the dispute.

27 Appointment of Mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves according to rule 26, the parties must within 10 working days—
 - (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) A person chosen by agreement between the parties; or
 - (b) In the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or NCC—a person appointed or employed by the state governing body; or failing that a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a current or former member of NCC but in any case, must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party; or
 - (c) has a real or perceived conflict of interest in the dispute.

28 Mediation Process

- (1) In conducting the mediation, the mediator to the dispute must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

29 Failure to Resolve Dispute by Mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF NEWPORT CALISTHENICS CLUB

30 Annual General Meetings

- (1) NCC Committee must convene an Annual General Meeting (AGM) to be held within 5 months after the end of each financial year.
- (2) The Committee may determine the date, time and place of the AGM. All members are to be-
 - (a) notified of all details of the AGM at least 2 weeks prior to the meeting; and
 - (b) provided with a list of all positions that are to be declared as vacant at the AGM; and
 - (c) notified of a call for an expression of interest of positions that will be declared vacant; and
 - (d) notified when all expressions of interest are due.
- (3) The ordinary business of the AGM is as follows—
 - (a) to confirm the minutes of the previous AGM and of any SGM held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Committee on the activities of NCC during the preceding financial year; and
 - (ii) the financial statements of NCC for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) to elect members of the Committee; and
 - (d) to confirm or vary the amounts (if any) of the registration fees, annual fees and other costs.
- (4) The AGM may also conduct any other business of which notice has been given in accordance with these Rules.

31 Special General Meetings

- (1) Any general meeting of NCC, other than an annual general meeting, or a disciplinary appeal meeting, is a Special General Meeting (SGM).
- (2) No business other than that set out in the under rule 34 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

32 Special General Meeting held at Request of the Committee

The Committee may convene a SGM at any time, if at least 50% of the Committee agree to do so.

33 Special General Meeting held at Request of Members

- (1) The Committee must convene a SGM if requested by at least 10% of the total number of members and in accordance with subrule 33(2).
- (2) A request for a SGM must –
 - (a) be submitted in writing to the secretary; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed;
 - (c) It must include the names and signatures of the members requesting the meeting.
- (3) If the Committee does not convene a SGM within 1 month from after the date after which the request is made, the members making the request (or any of them) may convene the SGM.
- (4) The SGM convened by the members under subrule 33(3)-
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) only discuss and consider any business and resolutions stated in the initial request.
- (5) NCC must reimburse all reasonable expenses incurred by the members convening a SGM under subrule 33(3).

34 Notification of General Meetings

- (1) The Secretary of NCC, will notify all members of NCC the details of a general meeting at least 21 days before the meeting is to be held, unless it is convened under rule 33(3).
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution, and
 - (ii) state the intention to propose the resolution as a special resolution.
 - (d) comply with subrule 35(4).

35 Proxies for an AGM or SGM

- (1) A member may appoint another member as his or her proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
 - (a) on an NCC approved proxy form; or

- (b) in the absence of the approved proxy form a Statutory Declaration.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, if no instructions are given, the proxy may vote on behalf of the member in any matter they deem fit.
- (4) Notice of a general meeting given to NCC members under rule 34, must—
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of a proxy form as approved by the NCC Committee.
- (5) Notification of appointment of a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (6) Notification of proxy by means of subrule 34(2) can also be forwarded to the Chairperson of the meeting or NCC secretary by post or electronic means. This is to arrive no later than 24 hours prior to the commencement of the meeting.

36 Participation Through use of Technology

- (1) A member not physically present at a general meeting is permitted to participate in the meeting by the use of technology providing the technology allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) Subject to subrule 36(1) the member is taken to be present can participate in all aspects of the general meeting, including voting.

37 Quorum at General Meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is 10% of members being present at the meeting. Members are deemed to be present if they are-
 - (a) physically present; or
 - (b) represented by proxy; or
 - (c) participating through use of technology see rule 36.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened under rule 33; the meeting must be dissolved.

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 33.

- (b) in any other case—

- (i) the meeting must be adjourned to a date no more than 21 days after the adjournment; and
 - (ii) full details that is notice of the date, time and place to which the meeting is adjourned must be given at the meeting and then confirmed by written notice to all members as soon as practical after the adjourned meeting.
- (4) At a reconvened general meeting which had been initially adjourned under subrule 37(3)(b) if a quorum is not present within 30 minutes after the notified start time, the meeting can proceed and the business of the meeting can be conducted providing there are 5 or more members present.

38 Adjournment of General Meeting

- (1) The Chairperson of a general meeting at which a quorum is present, may, with the consent of a majority of members present at the meeting, adjourn the meeting to another convenient time.
- (2) Without limiting subrule 38(1), a meeting may be adjourned—
- (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the general meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 34.

39 Voting at General Meeting

- (1) On any question arising at a general meeting; members:
- (a) are entitled to vote subject to subrule 13(2)-
 - (b) subject to subrule 39(3), each member who is deemed present subrule 37(2) is entitled to one vote;
 - (c) may vote personally or by proxy; and
 - (d) except in the case of a special resolution, the question must be decided on by a majority of votes.
- (2) If votes are divided equally on a question-
- (a) both positions can present a supporting statement and a re-vote must then be conducted; then
 - (b) if votes remain divided equally the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

40 Special Resolutions

A special resolution is passed if at least 75% of the members voting at a general meeting (whether in person, proxy or via technology) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) To remove a Committee member from office;
- (b) To alter these Rules, including changing the name or any of the purposes of NCC.

41 Determining whether a Resolution is Carried

- (1) Subject to subrule 41(2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried or not carried; and
 - (b) this must be minuted as conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any resolution—
 - (a) the poll must be taken at the meeting at the time of the resolution being made and in the manner determined by the Chairperson of the meeting
 - (b) if there is a conflict of interest (perceived or actual) with the Chairperson and the resolution that is being made another member who has no conflict of interest to the proposed resolution-
 - (i) in the first instance being an executive committee member.
 - (ii) is to be nominated and accepted by vote to conduct the poll and count the polled votes
 - (c) the Chairperson / nominated person must declare the result of the resolution on the basis of the poll.

42 Minutes of General Meeting

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of members attending the meeting;
 - (b) proxy forms given to the Chairperson of the meeting under subrule 35 and subrule 35(6); and
 - (c) the financial statements submitted to NCC members in accordance with subrule 30(3)(b)(ii); and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of NCC; and

- (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

43 Role and Powers

- (1) The business of NCC must be managed by or under the direction of the Committee.
- (2) The Committee may exercise all the powers of NCC except those powers that these Rules or the Act require to be exercised by general meetings of the members of NCC
- (3) The Committee may—
 - (a) appoint and remove staff;
 - (b) accept and reject applications for membership
 - (b) establish subcommittees and working parties consisting of members with terms of reference it considers appropriate.

44 Delegation

- (1) The Committee may delegate to a member of the Committee, subcommittee, working party, staff or member, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing, either minuted and/or by correspondence, and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, either minuted and/or by correspondence, revoke a delegation wholly or in part.

Division 2—Composition of Committee and Duties of Members

45 Composition of Committee

- (1) The Committee consists of—
 - (a) a President; and
 - (b) a Vice-President; and
 - (c) a Secretary; and
 - (d) a Treasurer; and
 - (e) up to 8 Ordinary Committee Members (if any) elected under rule 54.
- (2) By appointment the Principal Coach will be an ex-officio member of the Committee

46 General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each Committee member must become familiar with these Rules, the NCC Policies and Procedures, Guidelines, Handbooks, and the Act
- (2) The Committee is collectively responsible for ensuring that NCC complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with-
 - (a) reasonable care, diligence, and confidentiality; and
 - (b) in good faith and in the best interests of NCC; and
 - (c) for a proper purpose.
- (4) Committee members and former committee members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position.

So as to gain an advantage for themselves or any other person or to cause detriment to NCC or any of its members.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (5) In addition to any duties imposed by these Rules, committee members must perform any other duties imposed from time to time by resolution at a general meeting.

47 President and Vice-President

- (1) Subject to subrule 47(2), the President or, in the President’s absence, the Vice-President is the Chairperson for any general meetings and committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside over a meeting, the Chairperson of the meeting must be-
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a committee meeting- a committee member elected by the other committee members present.

48 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
 - (a) maintain the register of members in accordance with rule 18; and

- (b) keep custody of the common seal (if any) of NCC and all books, documents and securities of the NCC in accordance with rules 73 and 77, except for the financial records described in subrule 71(3); and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings, committee meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

Note

A committee member may not hold the office of secretary if they do not reside in Australia.

49 Treasurer

- (1) The Treasurer must—
- (a) receive and record all moneys paid to NCC; and
 - (b) ensure monies received are receipted either by the treasurer or a representative of NCC; and
 - (c) ensure that all monies are paid into the account of NCC in a timely manner and in accordance to NCC procedures; and
 - (d) make any payments authorised by the committee or by a general meeting of NCC from the NCC's funds; and
 - (e) ensure cheques, promissory notes, contractual agreements, and electronic transactions are signed by 2 authorised committee members.
- (2) The Treasurer must—
- (a) ensure that the financial records of NCC are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of NCC and their certification by the Committee prior to their submission at the AGM of NCC.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of NCC.

Division 3—Election of Committee Members and Tenure of Office

50 Eligibility to be a Committee Member

A member is eligible to be elected or appointed as a committee member if the member—

- (a) is a registered pupil aged 18 years or more; or
- (b) a parent or legal guardian of a family of registered pupils under the age of 18; or

- (c) a parent or guardian of a registered pupil of more than 18 years of age; or
- (d) an associate member of more than 18 years of age, co-opted to the Committee
 - (i) the associate member must act in the best interests of the NCC.

51 Positions to be Declared Vacant

- (1) This rule applies to—
 - (a) the first annual general meeting of NCC after its incorporation; or
 - (b) any subsequent annual general meetings of NCC, after the annual report and financial statements of NCC have been presented by the NCC Committee.
- (2) The Chairperson of the meeting must declare all committee positions
 - (a) whose terms of office have expired as in subrule 56; or
 - (b) a vacancy has arisenas vacant and hold elections for those positions in accordance with rules 52 to 55 inclusive.

52 Nominations

- (1) Prior to the election of vacated committee positions the Chairperson of the meeting must—
 - (a) advise of all applications received for the vacated positions
 - (b) in the case of no or insufficient nominations being received, call for nominations from the floor.
- (2) An eligible voting member of NCC may—
 - (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

53 Election of President etc.

- (1) At the AGM of NCC, separate elections must be held for the following positions that have been declared vacant in accordance with rule 51—
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer;
- (2) If only one member is nominated for any individual position in accordance with rule 52, the Chairperson of the meeting must declare the member elected to the position.

- (3) If more than one member is nominated, a ballot must be held in accordance with rule 55.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

54 Election of Ordinary Committee Members

- (1) At the AGM of NCC a single election may be held for the positions of Ordinary committee members that have been declared vacant in accordance with rule 51
- (2) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (3) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 55.
- (4) If the appointments made are less than the positions available-
 - (a) the position(s) are to be advertised to all NCC members
 - (b) the committee may under rule 58 appoint a member who has then expressed interest or another member to the vacant position(s)

55 Ballot

- (1) If a ballot is required for the election of a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech, of no more than 5 minutes, in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The ballot in the form of a sheet of paper is given to-
 - (a) each eligible voting member physically present; and
 - (b) each proxy vote appointed by a member;
- (6) On the ballot paper the member must write both-
 - (a) the title of the position, and
 - (b) the name of the individual candidate they are voting for.
- (7) Each individual ballot paper is counted as 1 vote for the position being voted upon.
- (8) Ballot papers that do not comply with subrule 55(6) will be declared invalid and will not be counted.
- (9) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (10) If the returning officer is unable to declare the result of an election under subrule 55(9) because 2 or more candidates received the same number of most votes, the returning officer must—

- (a) give all the candidates who received the same number of most votes an opportunity to make a short statement, of no more than 5 minutes, to support their election to the position;
- (b) conduct a revote in accordance with rule 55(1-8);
 - (i) if the vote is again drawn, with the agreement of those candidates, the vote will be decided by drawing lots.

56 Term of Office

- (1) Subject to subrule 56(3)(a) and rule 57, a committee member holds office until the positions of the Committee whose tenure has expired according to these rules is declared vacant at the next AGM.
- (2) Term of Office for Committee Members,
This structure will commence from the 2019 AGM
 - (a) Executive Committee
 - (i) President - 2year tenure - this position is to be elected on every even year commencing from 2020
 - (ii) Vice President - 2year tenure - this position is to be elected in on every odd year commencing from 2019
 - (iii) Secretary - 2year tenure - this position is to be elected in on every odd year commencing from 2019
 - (iv) Treasurer - 2year tenure - this position is to be elected in on every even year commencing from 2020
 - (b) Ordinary Committee Members
 - (i) 2 Ordinary Committee Members – 2year tenure – these positions are to be elected in on every even year commencing from 2020
 - (ii) 2 Ordinary Committee Members – 2year tenure – these positions are to be elected in on every odd year commencing from 2019
 - (iii) 4 Ordinary Committee Members – 1year tenure – these positions are to be elected in annually commencing from 2019
- (3) A special general meeting of NCC may—
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this division.
- (4) A member who is the subject of a proposed special resolution under subrule 56(3)(a) may make a written statement regarding their candidature to the Secretary or President of NCC (not exceeding a reasonable length) and may request that the above statement be provided to the members of NCC.

- (5) The Secretary or the President may give a copy of the statement to each member of NCC or, alternatively the member may require that the statement be read out at the meeting at which the special resolution is to be proposed. A reasonable time, of no more than 10 minutes will be allowed for individual statements. Any extra time requested, must be agreed to by a majority vote of members present.

57 Vacation of Office

- (1) A committee member may resign from the Committee by written notice addressed and submitted to the Committee.
- (2) A person ceases to be a Committee member if he or she —
 - (a) ceases to be a member of the NCC.
 - (b) fails to attend 3 consecutive committee meetings, (Other than special or urgent committee meetings) without leave of absence under rule 70. Exception is given if the absence is due to-
 - (i) club commitments: including scheduled classes, competitions; or
 - (ii) commitments with the relevant Victorian or Australian governing bodies.
 - (c) Otherwise ceases to be a committee member by operation of section 78 of the Act.

58 Filling Casual Vacancies

- (1) The Committee may appoint an eligible member of NCC to fill a position on the Committee that—
 - (a) has become vacant under rule 57.
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 56 applies to any committee member appointed by the Committee under subrule 58(1) or 58(2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

59 Meetings of Committee

- (1) The Committee must meet for committee meetings at least 5 times in each year at the dates, times and places determined by the Committee.

- (2) The date, time and place of the first committee meeting must be determined by members of Committee as soon as practicable after the AGM of NCC at which members of the Committee were elected.
- (3) Special committee meetings may be convened by-
 - (a) the President
 - (a) any 2 of the following positions: President, Vice President, Treasurer or Secretary; or
 - (b) by any 4 ordinary members of the Committee.

60 Notice of Meetings

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the special committee meeting is the business for which the meeting is convened.

61 Urgent Meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 60 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

62 Procedure and Order of Business

- (1) The procedure to be followed at a committee meeting must be determined from time to time by the Committee.
- (2) The order of business at a meeting may be altered by agreement with the members present.

63 Use of Technology

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member to clearly and simultaneously communicate with the committee members present at the meeting.

- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule 63(1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

64 Quorum

- (1) No business may be conducted at a committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence of a majority of the elected committee members -
 - (a) in person.
 - (b) as allowed under rule 63 through use of technology.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
 - (a) in the case of a special meeting—the meeting lapses.
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 60.

65 Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting either physically or through the use of technology has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting and in accordance with rule 63 vote in favour of the motion.
- (3) Subrule 65(2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question the chairperson can make a second or casting vote.
- (5) Voting by proxy is not permitted.

66 Conflict of Interest

- (1) A committee member who has an actual or perceived material and/or personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee. The interest may relate to
 - (a) themselves;
 - (b) a family member(s); or
 - (c) a close friend / associate.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the NCC is established.
 - (b) that the member has in common with all, or a substantial proportion of, the members of NCC.

67 Minutes of Meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the name of the members who have forwarded an apology;
 - (c) incoming and outgoing correspondence;
 - (d) the business considered at the meeting;
 - (e) any resolution on which a vote is taken and the result of the vote;
 - (f) any material personal interest disclosed under rule 66.
- (3) The minutes of the meeting are to be distributed to all NCC members and visitors present no later than 2 weeks after the date of that meeting taking place.

68 Leave of Absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

69 Source of Funds

- (1) The funds of NCC may be derived from annual registration, annual pupil fees, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

70 Management of Funds

- (1) NCC must open and maintain an account with a reputable financial institution(s) from which all expenditure of NCC is made and into which all of the NCC's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of NCC, the Committee may approve expenditure on behalf of NCC
- (3) The Committee may authorise the Treasurer to expend funds on behalf of, and up to a specified limit without requiring approval from the Committee for each item on which the funds are expended. Expenses can be paid, subject to subrule 49(e) by:
 - (a) electronic Funds Transfer; and/or
 - (b) cheque, and negotiable instrument; and/or
 - (c) cash
- (4) Funds generated for NCC that are of a significant nature as determined by committee, must be deposited into the financial account of NCC no later than 10 working days after being received by the treasurer, all other funds of a lesser amount are to be deposited in a timely manner.
- (5) With the approval of the Committee, the Treasurer may maintain a cash float, provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

71 Financial Records

- (1) NCC must keep financial records that-
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) NCC must retain the financial records for 7 years after the transactions covered by the records are completed
- (3) The Treasurer must keep in his or her custody, or under his or her control-
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

72 Financial Statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of NCC are met.
- (2) Without limiting subrule 72(1), those requirements include—
 - (a) the preparation of the annual financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the annual general meeting of NCC
 - (e) the lodgement with the Registrar of the financial statements and relevant accompanying reports, certificates, statements and fees.

PART 7—GENERAL MATTERS

73 Common Seal

- (1) NCC may have a common seal.
- (2) If NCC has a common seal-
 - (a) the name of NCC must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
 - (c) the common seal must be kept in the custody of the Secretary or in an alternate secure location that is to be recorded in the AGM minutes.

74 Registered Address

- (1) The registered address of the NCC is the address determined from time to time by resolution of the Committee; or
- (2) If the Committee has not determined an address to be the registered address. The address will be—
 - (a) the postal box address of NCC; or
 - (b) the postal address of the Secretary

75 Notice Requirements-

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) By electronic means including-
 - (i) by email to the email address of the member(s); or
 - (ii) By accepted electronic means
- (2) Subrule 75(1); does not apply to notice given under rule 61(1)
- (3) Any notice required to be given to NCC or the Committee may be given—
 - (a) By handing the notice to a member(s) of the Committee; or
 - (b) By sending the notice by post to the registered NCC address; or
 - (c) By leaving the notice at the registered address; or
 - (d) By electronic means including
 - (i) By email to the email address of NCC or the Secretary; or

- (ii) Where appropriate through other communication means such as social media, or other appropriate communication networks where official accounts are held.

76 Review of Documents

- (1) All documents of NCC must undergo regular review; and changes made to reflect the activities of NCC or by amendments in law.

77 Custody and Inspection of Books and Records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule 77(2), the financial records, books, securities and any other relevant document of NCC, including minutes of committee meetings.

Note

See note following rule 18 for details of access to the register of members.

- (2) The Committee may refuse to permit a member to inspect records of NCC that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of NCC.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule 77(2), a member may make a copy of any of the other records of NCC referred to in this rule. NCC may charge a fee for provision of a copy of such a record. The fee is to be no more than the reasonable cost of copying the documents.
- (5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

78 Dissolution and Change of Name

- (1) NCC may not be dissolved or the name changed except by-
 - (a) special resolution; or
 - (b) under direction of the relevant Victorian or Australian governing bodies

- (2) In the event of the dissolution or the cancellation of NCC, surplus assets of NCC must not be distributed to any members or former members of NCC.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to NCC, and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

79 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the NCC.

Note: An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these rules (other than rule 1, 2 or 3) are altered, NCC is taken to have adopted their own rules, other than the model rules.

